

**NB Aurora S.A. SICAF-RAIF**  
*Société anonyme*  
*Société d'investissement à capital fixe*  
*Fonds d'investissement alternatif réservé*  
Registered Office: 28-32, Place de la Gare, L-1616 Luxembourg  
RCS Luxembourg: B 218101  
(the "**Company**")

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**ORDINARY GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY  
HELD IN LUXEMBOURG ON 2 DECEMBER 2019**

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On 2 December 2019 was held an ordinary general meeting of the shareholders of the Company (the "**Meeting**").

The Meeting opened at 10.00 CEST with Mrs. Marie-José Fernandes in the chair.

The chairman designated Mr. Gaëtan Bouilliez as secretary.

The Meeting elects Mr. Sébastien Schaack as scrutineer.

The board of the Meeting having thus been constituted, the chairman declares:

- that the shareholders present or represented and the number of shares held by them are entered on an attendance list attached to these minutes and duly signed by the shareholders present, the proxies of the shareholders represented and the board of the Meeting;
- that pursuant to the attendance list, 1.3 % of the share capital is present or represented at the present Meeting;
- that the present Meeting is duly constituted and can therefore validly deliberate on the following agenda:

**AGENDA**

1. Acknowledgement of the resignation of Mrs Maria Pierdicchi as independent director of the Company;
2. Appointment of Mr Galeazzo Pecori Giraldi, as new independent director of the Company upon proposal of the holders of special shares, in order to terminate the mandate of Mrs Maria Pierdicchi until 2021;
3. Information and confirmation of the new composition of the board of directors of the Company;
4. Miscellaneous.

After having duly considered the items of the agenda, the Meeting took the following resolutions:

**First resolution**

The Meeting resolves to acknowledge the receipt of the resignation letter from Mrs. Maria Pierdicchi.

The Meeting further resolves to approve the terms of such resignation letter and to accept the resignation of Mrs. Maria Pierdicchi from her mandate as director of the Company.

### **Second resolution**

The Meeting resolves to acknowledge that (i) the procedure for the nomination of candidates set out in article 26.1 of the articles of association of the Company has been complied with and that a meeting of the Board of directors of the Company was held on 30 October 2019 in that respect and (ii) the following candidate has been proposed by the holders of the special shares for nomination as independent director of the Company:

- Mr. Galeazzo Pecori Giraldi

The Meeting acknowledged the declaration of independent director of Mr. Galeazzo Pecori Giraldi. in accordance with the Code of Conduct adopted by Borsa Italiana S.p.A.

### **Third resolution**

As a consequence of the foregoing resolutions, the Meeting resolves to appoint the following person as independent director of the Company:

- Mr. Galeazzo Pecori Giraldi, born in Rome (Italy), on 16 July 1954, Fiscal Code No. PCRGZZ54L16H501U, professionally residing in Milan as independent director of the Company with effect as of 2 December 2019 until the annual general meeting to be held in 2021;

The Meeting further acknowledges that, as a result of the above resolutions, the board of directors of the Company is therefore composed as follows:

- Mr. Francesco Moglia, director;
- Mr. Karl Pardaens, director;
- Mr. Galeazzo Pecori Giraldi, director, independent;
- Mrs. Patrizia Polliotto, director, independent; and
- Mr. Alessandro Spada, director, independent.

There being no further business, the Meeting closes at 10.30 CEST.



Mrs. Marie-José Fernandes  
Chairman



Mr. Gaëtan Bouilliez  
Secretary



Mr. Sébastien Schaack  
Scrutineer